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07/01/2016

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
VICTORIA DIVISION**

<p>In re:</p> <p>LINN ENERGY, LLC, <i>et al.</i>,¹</p> <p style="text-align: right;">Debtors.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 16-60040 (DRJ)</p> <p>(Jointly Administered)</p>
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AMENDED FINAL ORDER
(A) AUTHORIZING PAYMENT OF MINERAL PAYMENTS AND WORKING
INTEREST DISBURSEMENTS AND (B) GRANTING RELATED RELIEF

(Docket No. 10)

Upon the motion (the “Motion”),² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for entry of a final order (this “Final Order”), (a) authorizing the payment or application of funds attributable to (i) Mineral Payments and (ii) Working Interest Disbursements, and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s federal tax identification number are as follows: Linn Energy, LLC (7591); Berry Petroleum Company, LLC (9387); LinnCo, LLC (6623); Linn Acquisition Company, LLC (4791); Linn Energy Finance Corp. (5453); Linn Energy Holdings, LLC (6517); Linn Exploration & Production Michigan LLC (0738); Linn Exploration Midcontinent, LLC (3143); Linn Midstream, LLC (9707); Linn Midwest Energy LLC (1712); Linn Operating, Inc. (3530); Mid-Continent I, LLC (1812); Mid-Continent II, LLC (1869); Mid-Continent Holdings I, LLC (1686); Mid-Continent Holdings II, LLC (7129). The Debtors’ principal offices are located at JPMorgan Chase Tower, 600 Travis, Suite 5100, Houston, Texas 77002.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having entered an interim order on this Motion on May 13, 2016 (the "Interim Order"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted on a final basis as set forth herein.
2. The Debtors are authorized, but not directed, to pay the Mineral Payees the prepetition Mineral Payments in the ordinary course of business in an amount not to exceed \$110 million.
3. The Debtors are authorized, but not directed, to pay or apply the prepetition Working Interest Disbursements in the ordinary course of business in an amount not to exceed \$22.2 million.
4. The Debtors are authorized, but not directed, to setoff Working Interest Disbursements against Joint Interest Billings pursuant to agreement or applicable law in the ordinary course of business.
5. If any Mineral Payee, Working Interest Owner, or other party accepts payment of a Mineral Payment or Working Interest Disbursement under this Final Order or the Interim Order, and the Debtors' interests in such Mineral Payment or Working Interest Disbursement subsequently are recharacterized or otherwise determined by the Court after notice and a hearing

to constitute property of the Debtors' estates, the Debtors shall take such action directed by the Court in connection with such determination, and unless otherwise directed, are authorized to avoid such payment as a postpetition transfer under section 549 of the Bankruptcy Code, and the Mineral Payee, Working Interest Owner, or other party who had accepted such payment shall be required to immediately repay to the Debtors any payment made to it on account of its asserted claim to the extent the aggregate amount of such payments exceeds the postpetition obligations then outstanding, without giving effect to any alleged right of setoff, claims, provision for payment of reclamation or trust fund claims, or otherwise. Upon recovery of such payments by the Debtors, the obligation shall be reinstated as a prepetition claim in the amount so recovered.

6. Any Working Interest Owner, Mineral Payee, or any other party that accepts payment from the Debtors on account of a Working Interest, Working Interest Disbursement, Interest Burden, or Mineral Payment, shall be deemed to have agreed to the terms and provisions of this Final Order.

7. Any other term in this Final Order notwithstanding, (a) acceptance by XTO Energy Inc. ("XTO") or ExxonMobil Corporation ("XOM") of any payments from the Debtors pursuant to this Final Order, including any Mineral Payments or Working Interest Disbursements, shall not preclude XTO or XOM from later challenging the adequacy of the amounts of any such payment received, and (b) nothing contained herein shall limit, impair, or affect the ability of XTO, XOM, or any of the Debtors to contest the amount of any setoff by the Debtors to satisfy XTO or XOM's pro rata share of Joint Interest Billings.

8. The Debtors will consult with (a) the official committee of unsecured creditors (the "Committee") and (b) Wells Fargo Bank, N.A., as administrative agent under LINN's prepetition first lien credit facility and Berry's first lien prepetition credit facility (the "Agent"),

as reasonably requested by the Committee or the Agent regarding all payments or distributions made on account of prepetition Mineral Payments and Working Interest Disbursements. Nothing in this Order shall prejudice or impair the Debtors', the Committee's, or the Agent's continuing rights to review payments made on account of Mineral Payments or Working Interest Disbursements pursuant to the terms of this Order or any rights the Debtors, the Committee, or the Agent may have authority to exercise on account of any such payments that are later deemed to have been inappropriate.

9. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order.

10. Notwithstanding the relief granted in this Final Order and any actions taken pursuant to such relief, nothing in this Final Order shall be deemed: (a) an admission as to the validity of any prepetition claim against a Debtor entity; (b) a waiver of the Debtors' right to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Final Order or the Motion; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver of the Debtors' rights under the Bankruptcy Code or any other applicable law.

11. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored

as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the relief granted herein.

12. Notwithstanding the relief granted in this Final Order or the Interim Order, any payment made by the Debtors pursuant to the authority granted herein shall be subject to the orders authorizing use of cash collateral.

13. Notwithstanding the entry of the Orders, the estates, the Committee, and other parties in interest shall retain all rights with respect to the treatment of, or any payments made pursuant to, the Orders, including with respect to the impact of any such payments on the allowance or calculation of secured claims against, or adequate protection claims against, any Debtor.

14. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

15. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

16. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Final Order in accordance with the Motion.

17. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.

Signed: July 01, 2016.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

United States Bankruptcy Court
Southern District of Texas

In re:
Linn Energy, LLC
Official Committee of Unsecured Creditor
Debtors

Case No. 16-60040-drj
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0541-6

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Total Noticed: 126

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Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jul 03, 2016.

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cr +Ad Hoc Group of Holders of the 12% Senior Secured, c/o John F. Higgins, Porter Hedges LLP,
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cr +Andrews County Tax Office, et al, c/o Laura J. Monroe,
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cr +Beall Jr. Trust, Roscoe C. Beall, III, 1648 Cortland Road, Davis, WV 26260-8020

intp +Burgess Herring Ranch, LLC, c/o Cole Young, 320 S. Polk, Suite 1000,
Amarillo, TX 79101-1429

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cr +Cherokee CAD, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller,
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intp +Citizen Energy II, LLC, Citizen Energy II, LLC, c/o Ross Spence, 2929 Allen Parkway,
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cr +Colorado County, c/o John T. Banks, 3301 Northland Drive, Ste. 505, Austin, TX 78731-4954

cr +Complete Energy Services, Inc., 4727 Gaillardia Parkway, Oklahoma City, OK 73142-1876

cr +Concho Valley Electric Cooperative, Inc., P.O. Box 3388, San Angelo, TX 76902-3388

cr +Consolidated Oil Well Services, c/o Carl Dore', Jr., Dore' Law Group, P.C.,
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cr +Continuum Midstream, L.L.C., c/o Hall, Estill, et al., 320 South Boston Avenue, Suite 200,
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cr +ExxonMobil Corporation, c/o J. Robert Forshey, Forshey & Prostok, LLP,
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cr E-mail/Text: houston_bankruptcy@LGBS.com Jul 01 2016 22:58:17 Cleveland ISD,
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cr +E-mail/Text: carl@dorelawgroup.net Jul 01 2016 22:58:37 Flowco Production Solutions, LLC,
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***** BYPASSED RECIPIENTS (continued) *****

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

aty	I4CZ LP
aty	Steve A Claus
cr	Ad Hoc Group of Berry Noteholders
cr	American Safety Services, Inc.
cr	Anadarko E&P Onshore LLC
cr	Anadarko Energy Services Company
cr	Bank of New York Mellon Trust Company, N.A.
intp	Brad Tankersley
cr	Caldwell CAD
cr	Capital One, N.A.
cr	Delaware Trust Company
cr	Donlen Corporation
cr	Drillwood Ltd.
cr	Duval County
cr	Enable Midstream Partners, LP
cr	Enable Mississippi River Transmission, L.L.C.
intp	Encana Oil & Gas (USA) Inc.
cr	Environmental Resources Management Inc and its aff
cr	Environmental Resources Management Southwest Inc
cr	Environmental Resources Management West, Inc
cr	Fidelity and Deposit Company of Maryland
cr	Franklin ISD
cr	Freer ISD
cr	Goliad County
cr	Goliad ISD
cr	Hartman Coursey
cr	Hidalgo County
cr	Jim Wells CAD
cr	Joy M. Rushfelt Testamentary Trust
cr	Kerr-McGee Oil & Gas Onshore LP
cr	Lee County
intp	Lewis S Wilson
cr	Limestone County
cr	MarkWest
cr	MarkWest Energy Partners, LP
cr	MarkWest Pioneer, LLC
cr	MarkWest Western Oklahoma Gas Company, LLC
cr	Mike Wright Trucking
cr	Moon Lake Electrical Association, Inc.
cr	Nueces County
cr	Robertson County
intp	Samir Kumar
cr	San Isidro ISD
cr	San Patricio County
cr	Satanta, LLC
cr	Sheldon Independent School District
cr	Sunoco Logistics Partners LP
cr	Terrence James Cullinan
intp	Tesoro Logistics LP
cr	Texas Comptroller of Public Accounts and Texas Wor
cr	The Alvin & Faye Loskamp Revocable Trust
cr	The Estate of Clarice Ardelle Coursey
intp	The Oil Conservation Division of the Energy, Miner
cr	Victoria County
cr	WGP-KHB, LLC, c/o Akerman LLP, 2001 Ross Avenue, Suite 2550, Dallas
cr	Webb CISD
cr	Wells Fargo, National Association
cr	Willacy County
intp	Wilmington Trust Company, as Trustee

TOTALS: 59, * 0, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jul 03, 2016

Signature: /s/Joseph Speetjens

District/off: 0541-6

User: aalo
Form ID: pdf002

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Total Noticed: 126

Date Rcvd: Jul 01, 2016

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on July 1, 2016 at the address(es) listed below:
NONE.

TOTAL: 0